

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re :  
: **Chapter 11**  
SEARS HOLDINGS CORPORATION, *et al.*, :  
: **Case No. 18-23538 (RDD)**  
: **Debtors.**<sup>1</sup> : **(Jointly Administered)**  
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**SUPPLEMENTAL AFFIDAVIT OF SERVICE**

I, Paul Pullo, depose and say that I am employed by Prime Clerk LLC ("***Prime Clerk***"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Michael Williams, (MMLID: 5516169), 1525 Hopkins St., Cayce, SC 42301.

- Notice of Assumed and Assigned Contracts Designated by Service.com in Connection with Sale of Sears Home Improvement Business [Docket No. 1208]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via first class mail on Debra O. Eagle, (MMLID: 5603232), 436 Dixie Airport Rd., Madison Heights, VA 24572-4506.

- Notice of Deadline for Filing Proofs of Claim, a copy which is attached as **Exhibit A**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- A Proof of Claim Form, a copy which is attached as **Exhibit B**

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Supplemental Counterparties Service List attached hereto as **Exhibit C**:

- Motion of Debtors for Entry of an Order (A) Authorizing Rejection of Certain Executory Contracts, (B) Establishing Procedures for the Rejection of Executory Contracts, and (C) Granting Related Relief [Docket No. 2768]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Supplemental Contract Counterparties Service List attached hereto as **Exhibit D**:

- Notice of Corrected Exhibit to Motion of Debtors for Entry of an Order (A) Authorizing Rejection of Certain Executory Contracts, (B) Establishing Procedures for Rejection of Executory Contracts, and (C) Granting Related Relief [Docket No. 2789]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Jacobson Capital Services, (MMLID: 5789691), Seth Jacobson, 22 West 38th Street, New York, NY 10018.

- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases [Docket No. 2854]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Supplemental Contract Service List attached hereto as **Exhibit E**:

- Notice of Filing of Further Revised List of Initial Assigned Agreements in Connection with the Sale Transaction [Docket No. 2910]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Steak and Ale of OH, Inc., (MMLID: 5830642), Vice President Real Estate Department, 1900 N. Central Expy, Plano, TX 75074.

- Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction. Objections due by April 8, 2019 [Docket No. 2995, plus additional confidential adequate assurance information]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via overnight mail on the Supplemental Agreements Service List attached hereto as **Exhibit F**:

- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases [Docket No. 3023]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Shason, inc., (MMLID: 4796848), 1400 Broadway, Fl #17, New York, NY 10018.

- Motion of Debtors for Authority to Assume Unexpired Leases of Nonresidential Real Property [Docket No. 3033]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Assumption Parties Service List attached hereto as **Exhibit G:**

- Notice of Assumption and Assignment of Additional Contracts [Docket No. 3116]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Additional Contract Parties Service List attached hereto as **Exhibit H:**

- Notice of Assumption and Assignment of Additional Contracts [Docket No. 3123]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Assignment Parties Service List attached hereto as **Exhibit I:**

- Notice of Assumption and Assignment of Additional Contracts [Docket No. 3172]

On April 17, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on C & C North America, Inc., (MMLID: 4893214), Cosentino North America, Attention: President & CEO, 1340 Airport Commerce Dr., Ste. #100, Austin, TX 78741.

- Notice of Rejection of Executory Contracts [Docket No. 3268]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via overnight mail on the Rejection Contract Service List attached hereto as **Exhibit J:**

- Notice of Rejection of Executory Contracts [Docket No. 3289]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Maria Sami, (MMLID: 4397094), whose address has been redacted for the purpose of privacy.

- Debtors' Ninth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims) [Docket No. 5236]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Rejection Service List attached hereto as **Exhibit K**:

- Notice of Rejection of Executory Contracts [Docket No. 3311]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Compucom Systems-443465, (MMLID: 5790125), Legal Services, W7705 Meadow Way, Holmen, WI 54636.

- Notice of Assumption and Assignment of Additional Executory Contracts [Docket No. 3312]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Callidus Software, Inc., (MMLID: 4884538), PO Box 204670, Dallas, TX 75320.

- Seventh Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket No. 3330]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Executory Contracts Service List attached hereto as **Exhibit L**:

- Notice of Rejection of Executory Contracts [Docket No. 3415]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Additional Executory Contracts Service List attached hereto as **Exhibit M**:

- Notice of Assumption and Assignment of Additional Executory Contracts [Docket No. 3539]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Withdrawal Notice Party Service List attached hereto as **Exhibit N**:

- Notice of Withdrawal of Contract from the Notice of Rejection of Executory Contracts [Docket No. 3637]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on WSILC, LLC d/b/a

Welch ATM, (MMLID: 5793796), Vice President, 325 West Romeo B. Garrett Ave., Peoria, IL 61605.

- Notice of Assumption and Assignment of Additional Executory Contracts [Docket No. 3761]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on New Engen, Inc., (MMLID: 4863905), 2401 4<sup>th</sup> Ave., Ste. 700, Seattle, WA 98121.

- Notice of Rejection of Executory Contracts [Docket No. 3879]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Lease Assumption Service List attached hereto as **Exhibit O:**

- Notice of Rejection of Executory Contracts [Docket No. 3915]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Wardrobe Limited, (MMLID: 5438881), 1420 Terry Ave., Seattle, WA 98101

- Notice of Hearing on Debtors' Second Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims). [Docket No. 4776, Pages 1-23]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Supplemental Seventh Omnibus Service List attached hereto as **Exhibit P:**

- Debtors' Seventh Omnibus Objection to Proofs of Claim (Amended and Superseded Claims) [Docket No. 5100, pp. 1-18]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Supplemental Eighth Omnibus Service List attached hereto as **Exhibit Q:**

- Debtors' Eighth Omnibus Objection to Proofs of Claim (Duplicate Claims) [Docket No. 5101, pp. 1-14]

On November 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on G-Maxx Home of Bruckner, LLC, (MMLID: 4807604), whose address has been redacted for the purpose of privacy.

- Notice of Assumption and Assignment of Additional Designatable Leases [Docket No. 3298]

Dated: November 13, 2019



Paul Pullo

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on November 13, 2019, by Paul Pullo, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: \_\_\_\_\_



JAMES A. MAPPLETHORPE  
Notary Public, State of New York  
No. 01MA6370846  
Qualified in New York County  
Commission Expires February 12, 2022

**Exhibit A**

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

In re

SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.

Chapter 11 Case No.: 18-23538 (RDD)  
(Jointly Administered)

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM

Chapter 11 bankruptcy cases concerning the debtors listed below were filed on October 15, 2018. You may be a creditor of one of the debtors. On February 22, 2019, the United States Bankruptcy Court for the Southern District of New York (the “Court”), having jurisdiction over the chapter 11 cases of Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “Debtors”), entered an order (the “Bar Date Order”) establishing (1) **April 10, 2019 at 5:00 p.m. (Eastern Time)** as the last date and time for each person and entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not governmental units (as defined in section 101(27) of title 11 of the United States Code (the “Bankruptcy Code”), “Governmental Units”)) to file a proof of claim (each, “Proof of Claim”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code, against any of the Debtors listed below (the “General Bar Date”), and (2) **September 3, 2019 at 5:00 p.m. (Eastern Time)** as the last date and time for each Governmental Unit to file a Proof of Claim in respect of a prepetition claim against any of the Debtors listed below (the “Governmental Bar Date,” and, together with the General Bar Date, the “Bar Dates”).

The Bar Date Order, the Bar Dates, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to **October 15, 2018**, the date on which the Debtors commenced their cases under chapter 11 of the Bankruptcy Code.

**If you have any questions relating to this Notice, please feel free to contact the Debtors’ Court-approved claims agent Prime Clerk LLC (“Prime Clerk”) at (844) 384-4460 (toll free) or by e-mail at searsinfo@primeclerk.com.**

**YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.**

NOTE: The staff of the Office of the Clerk of the Bankruptcy Court, the Office of the United States Trustee, and Prime Clerk cannot give legal advice.

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
Sears Holdings Corporation	18-23538 (RDD)	20-1920798
Kmart Holding Corporation	18-23539 (RDD)	32-0073116
Kmart Operations LLC	18-23540 (RDD)	32-0456546
Sears Operations LLC	18-23541 (RDD)	35-2524331
Sears, Roebuck and Co.	18-23537 (RDD)	36-1750680
ServiceLive, Inc.	18-23542 (RDD)	36-4616774
SHC Licensed Business LLC	18-23616 (RDD)	37-1783718
A&E Factory Service, LLC	18-23543 (RDD)	36-4486695
A&E Home Delivery, LLC	18-23544 (RDD)	37-1500205
A&E Lawn & Garden, LLC	18-23545 (RDD)	13-4275028

A&E Signature Service, LLC	18-23546 (RDD)	37-1500204
FBA Holdings Inc.	18-23547 (RDD)	36-4186537
Innovel Solutions, Inc.	18-23548 (RDD)	36-1857180
Kmart Corporation	18-23549 (RDD)	38-0729500
MaxServ, Inc.	18-23550 (RDD)	74-2707626
Private Brands, Ltd.	18-23551 (RDD)	55-0544022
Sears Development Co.	18-23552 (RDD)	36-2476028
Sears Holdings Management Corporation	18-23554 (RDD)	20-3592148
Sears Home & Business Franchises, Inc.	18-23553 (RDD)	98-0126742
Sears Home Improvement Products, Inc.	18-23556 (RDD)	25-1698591
Sears Insurance Services, L.L.C.	18-23557 (RDD)	36-4287182
Sears Procurement Services, Inc.	18-23555 (RDD)	30-0092859
Sears Protection Company	18-23558 (RDD)	36-4471250
Sears Protection Company (PR), Inc.	18-23559 (RDD)	66-0704861
Sears Roebuck Acceptance Corp.	18-23560 (RDD)	51-0080535
Sears, Roebuck de Puerto Rico, Inc.	18-23561 (RDD)	66-0233626
SYW Relay LLC	18-23562 (RDD)	35-2561870
Wally Labs LLC	18-23563 (RDD)	None
SHC Promotions LLC	18-23630 (RDD)	26-4209626
Big Beaver of Florida Development, LLC	18-23564 (RDD)	None
California Builder Appliances, Inc.	18-23565 (RDD)	68-0406327
Florida Builder Appliances, Inc.	18-23566 (RDD)	36-3619133
KBL Holding Inc.	18-23567 (RDD)	26-0031295
KLC, Inc.	18-23568 (RDD)	75-2490839
Kmart of Michigan, Inc.	18-23576 (RDD)	38-3551696
Kmart of Washington LLC	18-23570 (RDD)	61-1448898
Kmart Stores of Illinois LLC	18-23571 (RDD)	61-1448897
Kmart Stores of Texas LLC	18-23572 (RDD)	61-1448915
MyGofer LLC	18-23573 (RDD)	26-4005531
Sears Brands Business Unit Corporation	18-23574 (RDD)	42-1564658
Sears Holdings Publishing Company, LLC	18-23575 (RDD)	26-0075554
Sears Protection Company (Florida), L.L.C.	18-23569 (RDD)	20-0224239
SHC Desert Springs, LLC	18-23577 (RDD)	None
SOE, Inc.	18-23578 (RDD)	83-0399616

StarWest, LLC	18-23579 (RDD)	37-1495379
STI Merchandising, Inc.	18-23580 (RDD)	38-2760188
Troy Coolidge No. 13, LLC	18-23581 (RDD)	None
BlueLight.com, Inc.	18-23582 (RDD)	77-0527034
Sears Brands, L.L.C.	18-23583 (RDD)	42-1564664
Sears Buying Services, Inc.	18-23584 (RDD)	36-3256533
Kmart.com LLC	18-23585 (RDD)	77-0529022
Sears Brands Management Corporation	18-23586 (RDD)	36-2555365
SRe Holding Corporation	19-22031 (RDD)	46-4344816
<b><u>Attorneys for Debtors</u></b> Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153-0119 Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh	<b><u>Address of the Office of the Clerk of the Bankruptcy Court</u></b> Clerk of the United States Bankruptcy Court 300 Quarropas Street White Plains, New York 10601 Vito Genna, Clerk of the Bankruptcy Court Hours Open: 8:30 a.m. – 5:00 p.m.	

## 1. **WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the Debtors or to share in any distributions from the Debtors' estates if you have a claim that arose prior to **October 15, 2018**, and your claim is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of the Debtors that occurred before **October 15, 2018**, must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before **October 15, 2018**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

## 2. **WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a Proof of Claim if:

Your claim is listed in the debtors' schedules of assets and liabilities (the "**Schedules**")<sup>1</sup> and (i) is **not** listed in the Schedules as "disputed," "contingent," or "unliquidated"; (ii) you do **not** dispute the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) you do **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

<sup>1</sup> The Debtors filed their Schedules on January 17, 2019 (ECF Nos. 1609, 1611, 1613, 1615, 1617, 1619, 1621, 1623, 1625, 1627, 1629, 1631, 1633, 1635, 1637, 1639, 1641, 1643, 1645, 1647, 1649, 1651, 1653, 1655, 1657, 1659, 1661, 1663, 1665, 1667, 1668, 1671, 1673, 1675, 1677, 1679, 1681, 1683, 1685, 1687, 1689, 1691, 1693, 1695, 1697, 1699, 1701, 1703, 1705, 1707, 1709, 1711, 1713).

Your claim has been paid in full or will be paid in full under an agreement entered into by the Debtors pursuant to the Final Critical Vendors Order;<sup>2</sup>

Your claim consists of an equity security interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock; membership interests; partnership interests; or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if you hold such security interest and wish to assert a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date as set forth in this Notice;

You hold a claim that is allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a claim under section 503(b)(9) of the Bankruptcy Code);

You hold a claim that heretofore has been allowed by an order of the Court or subsequently is allowed by an order of the Court entered on or before the applicable Bar Date;

You hold a claim for which a separate deadline has been fixed by the Court;

You hold a claim for which you already filed a Proof of Claim with the Office of the Clerk of the Bankruptcy Court or Prime Clerk against any of the Debtors, utilizing a claim form that substantially conforms to the form provided with this Notice (the “**Proof of Claim Form**”) or Official Bankruptcy Form 410 (“**Official Form 410**”), so long as you do not wish to assert such claim against a Debtor who was not named in the original Proof of Claim, in which case another Proof of Claim must be filed;

You are a person or entity whose claim arises out of any warranties, protection agreements, or other services contracts for the goods and services of the Debtors sold or performed prior to the Commencement Date.

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**First Lien Credit Agreement Obligations**”) under or in connection with that certain Third Amended and Restated Credit Agreement, dated as of July 21, 2015 (as thereafter amended, supplemented, or modified from time to time, the “**First Lien Credit Agreement**”); provided that any person or entity wishing to assert a claim arising out of or relating to the First Lien Credit Agreement, other than a claim for the First Lien Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Stand-Alone L/C Obligations**”) under or in connection with that certain Letter of Credit and Reimbursement Agreement, dated as of December 28, 2016 (as thereafter amended, supplemented, or modified from time to time, the “**Stand-Alone L/C Facility**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Stand-Alone L/C Facility, other than a claim for the Stand-Alone L/C Obligations, shall be required to file a Proof of Claim with respect to

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<sup>2</sup> See Order Granting Motion (I) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, (II) Approving Procedures to Address Vendors who Repudiate and Refuse to Honor Their Contractual Obligations to The Debtors; and (III) Granting Related Relief (ECF No. 793) (the “**Final Critical Vendors Order**”).

such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Second Lien Credit Facility Obligations**”) under or in connection with that certain Second Lien Credit Agreement, dated as of September 1, 2016 (as thereafter amended, supplemented, or modified from time to time, the “**Second Lien Credit Facility**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Second Lien Credit Agreement, other than a claim for the Second Lien Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Second Lien Notes Obligations**”) under or in connection with that certain Indenture for 6 5/8% Senior Secured Notes due 2018, dated October 12, 2010 (as thereafter amended, supplemented, or modified from time to time, the “**Second Lien Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Second Lien Notes Indenture, other than a claim for the Second Lien Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Holdings Unsecured Notes Obligations**”) under or in connection with that certain Indenture for 8% Senior Unsecured Notes due 2019, dated November 21, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**Holdings Unsecured Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Holdings Unsecured Notes, other than a claim for the Holdings Unsecured Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Holdings Unsecured PIK Notes Obligations**”) under or in connection with that certain Second Supplemental Indenture for 8% Senior Unsecured Convertible PIK Notes due 2019, dated as of March 20, 2018 (as thereafter amended, supplemented, or modified from time to time, the “**Holdings Unsecured PIK Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Holdings Unsecured PIK Notes, other than a claim for the Holdings Unsecured PIK Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**SRAC Unsecured Notes Obligations**”) under or in connection with that certain Indenture for 7%/12% PIK-Toggle Notes due 2028, dated as of May 15, 1995 (as thereafter amended, supplemented, or modified from time to time, the “**SRAC Unsecured PIK Notes**”), or that certain Indenture for certain notes having various interest rates, dated October 1, 2002 (as thereafter amended, supplemented, or modified from time to time, the “**SRAC Unsecured Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the SRAC Unsecured PIK Notes or the SRAC Unsecured Notes, other than a claim for the SRAC

Unsecured Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.**

### **3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date and (ii) the date that is **thirty (30) days** following the date of entry of the Court order approving the rejection of such executory contract or unexpired lease, or you will be forever barred from so doing. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim with respect to unpaid amounts accrued and outstanding as of **October 15, 2018**, pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the applicable Bar Date unless another exception identified herein applies.

### **4. WHEN AND WHERE TO FILE**

Except as provided for herein, all Proofs of Claim either must be filed (i) electronically through Prime Clerk's website using the interface available on such website located at <https://restructuring.primeclerk.com/sears> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim form by hand or mailing the original Proof of Claim form on or before the applicable Bar Date as follows:

If by first-class mail:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
Grand Central Station, PO Box 4708  
New York, NY 10163-4708

OR

If by overnight courier or hand delivery:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

OR

If by hand delivery:

United States Bankruptcy Court, Southern District of New York  
300 Quarropas Street  
White Plains, NY 10601

Proofs of Claim will be deemed timely filed only if **actually received** by Prime Clerk or the Court as set forth in Section 4 above, in each case, on or before the applicable Bar Date. Proofs of Claim sent by facsimile, telecopy, or

electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted.

## **5. WHAT TO FILE**

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in the lawful currency of the United States (using the exchange rate, if applicable, as of the date of the commencement of the chapter 11 case by the applicable Debtor; (iii) substantially conform to the Proof of Claim Form or Official Form 410; (iv) specify by name and case number the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, YOU MUST FILE SEPARATE PROOFS OF CLAIM AGAINST EACH DEBTOR, AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOU ARE ASSERTING A CLAIM AND THE CASE NUMBER OF THAT DEBTOR'S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR RESPECTIVE CASE NUMBERS IS SET FORTH ABOVE.

Your Proof of Claim form must **not** contain complete social security numbers or taxpayer identification numbers (only include the last four digits), complete birth dates (only include the year), the names of minors (only include the minor's initials), or financial account numbers (only include the last four digits of such financial account).

Official Form 410 can be found at [http://www.uscourts.gov/sites/default/files/form\\_b\\_410\\_16.pdf](http://www.uscourts.gov/sites/default/files/form_b_410_16.pdf). Additional Proof of Claim Forms can be obtained at <https://restructuring.primeclerk.com/sears/EPOC-Index>.

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY DOCUMENTS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.**

## **6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

**ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 2 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

## **7. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF**

You may be listed as the holder of a claim against the Debtors in the Schedules. To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms; each Proof of Claim Form will reflect the nature and amount of your claim against each Debtor as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://restructuring.primeclerk.com/sears> and (ii) on the Court's website at <http://www.nysb.uscourts.gov>. (A username and password to the Court's Public Access to Court Electronic Records ("PACER") system are required to access the information on the Court's website and can be obtained through PACER at <https://pacer.psc.uscourts.gov/pscof/regWizard.jsf>). Copies of the Schedules also may be examined between the hours of 8:30 a.m. and 5:00 p.m. (Eastern Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, NY 10601. Copies of the Debtors' Schedules also may be obtained by request to Prime Clerk at the address and telephone number set forth below:

**Sears Holdings Corporation Claims Processing Center**

c/o Prime Clerk LLC  
Grand Central Station, PO Box 4708  
New York, NY 10163-4708  
US Toll Free: (844) 384-4460  
International: +1 (929) 955-2419

In the event that the Debtors amend or supplement their Schedules subsequent to the date of entry of the Bar Date Order, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, such holders shall have until the later of (i) the applicable Bar Date and (ii) **thirty (30) days** from the date of such notice to file a Proof of Claim or be forever barred from so doing, and the Debtors shall give notice of such deadline to the holders of claims affected by such amendment or supplement.

**A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.**

Dated: White Plains, New York  
February 22, 2019

**BY ORDER OF THE COURT**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

Attorneys for Debtors  
and Debtors in Possession

**Exhibit B**

**Fill in this information to identify the case (Select only one Debtor per claim form):**

Sears Holdings Corporation (18-23538)	Kmart Corporation (18-23549)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	MyGofer LLC (18-23573)	Kmart.com LLC (18-23585)
Sears, Roebuck and Co. (18-23537)	MaxServ, Inc. (18-23550)	SYW Relay LLC (18-23562)	Sears Brands Business Unit Corporation (18-23574)	Sears Brands Management Corporation (18-23586)
Kmart Holding Corporation (18-23539)	Private Brands, Ltd. (18-23551)	Wally Labs LLC (18-23563)	Sears Holdings Publishing Company, LLC (18-23575)	SHC Licensed Business LLC (18-23616)
Kmart Operations LLC (18-23540)	Sears Development Co. (18-23552)	Big Beaver of Florida Development, LLC (18-23564)	Kmart of Michigan, Inc. (18-23576)	SHC Promotions LLC (18-23630)
Sears Operations LLC (18-23541)	Sears Holdings Management Corporation (18-23553)	California Builder Appliances, Inc. (18-23565)	SHC Desert Springs, LLC (18-23577)	SRe Holding Corporation (19-22301)
ServiceLive, Inc. (18-23542)	Sears Home & Business Franchises, Inc. (18-23554)	Florida Builder Appliances, Inc. (18-23566)	SOE, Inc. (18-23578)	
A&E Factory Service, LLC (18-23543)	Sears Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	StarWest, LLC (18-23579)	
A&E Home Delivery, LLC (18-23544)	Sears Insurance Services, L.L.C. (18-23556)	KLC, Inc. (18-23568)	STI Merchandising, Inc. (18-23580)	
A&E Lawn & Garden, LLC (18-23545)	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company (Florida), L.L.C. (18-23569)	Troy Coolidge No. 13, LLC (18-23581)	
A&E Signature Service, LLC (18-23546)	Sears Protection Company (18-23558)	Kmart of Washington LLC (18-23570)	BlueLight.com, Inc. (18-23582)	
FBA Holdings Inc. (18-23547)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Illinois LLC (18-23571)	Sears Brands, L.L.C. (18-23583)	
Innovel Solutions, Inc. (18-23548)	Sears Roebuck Acceptance Corp. (18-23560)	Kmart Stores of Texas LLC (18-23572)	Sears Buying Services, Inc. (18-23584)	

## Proof of Claim

04/16

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

### Part 1: Identify the Claim

**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim) \_\_\_\_\_

Other names the creditor used with the debtor \_\_\_\_\_

**2. Has this claim been acquired from someone else?**

☐ No

☐ Yes. From whom? \_\_\_\_\_

**3. Where should notices and payments to the creditor be sent?**

**Where should notices to the creditor be sent?**

**Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Contact phone \_\_\_\_\_

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

Contact email \_\_\_\_\_

**4. Does this claim amend one already filed?**

☐ No

☐ Yes. Claim number on court claims registry (if known) \_\_\_\_\_

Filed on \_\_\_\_\_  
MM / DD / YYYY

**5. Do you know if anyone else has filed a proof of claim for this claim?**

☐ No

☐ Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2:** Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?** ☐ No  
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. **How much is the claim?** \$\_\_\_\_\_. **Does this amount include interest or other charges?**  
☐ No  
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
\_\_\_\_\_

9. **Is all or part of the claim secured?** ☐ No  
☐ Yes. The claim is secured by a lien on property.

**Nature of property:**  
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
☐ Motor vehicle  
☐ Other. Describe: \_\_\_\_\_

**Basis for perfection:** \_\_\_\_\_  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

**Value of property:** \$\_\_\_\_\_

**Amount of the claim that is secured:** \$\_\_\_\_\_

**Amount of the claim that is unsecured:** \$\_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)

**Amount necessary to cure any default as of the date of the petition:** \$\_\_\_\_\_

**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
☐ Fixed  
☐ Variable

10. **Is this claim based on a lease?** ☐ No  
☐ Yes. **Amount necessary to cure any default as of the date of the petition.** \$\_\_\_\_\_

11. **Is this claim subject to a right of setoff?** ☐ No  
☐ Yes. Identify the property: \_\_\_\_\_

<p><b>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</b></p> <p>A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. <i>Check one:</i></p> <p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.</p>	<p><b>Amount entitled to priority</b></p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p>
<p><small>* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.</small></p>		
<p><b>13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?</b></p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. <b>Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.</b></p>	<p>\$ _____</p>

**Part 3:** Sign Below

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

- ☐ I am the creditor.
- ☐ I am the creditor's attorney or authorized agent.
- ☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- ☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_(mm/dd/yyyy)

Signature

**Print the name of the person who is completing and signing this claim:**

**Name of the person who is completing and signing this claim:**

Name	_____		
	First name	Middle name	Last name
Title	_____		
Company	_____		
	Identify the corporate servicer as the company if the authorized agent is a servicer.		
Address	_____		
	Number	Street	
	City		State ZIP Code
Contact phone	_____		Email _____



## Modified Form 410

# Instructions for Proof of Claim

United States Bankruptcy Court

12/15

**These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.**

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.**  
18 U.S.C. §§ 152, 157 and 3571.

### How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <http://restructuring.primeclerk.com/sears>.

### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.  
11 U.S.C. § 503.

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.  
11 U.S.C. § 101 (5). A claim may be secured or unsecured.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

### Please send completed Proof(s) of Claim by one of the following methods:

If by first class mail:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
Grand Central Station, PO Box 4708  
New York, NY 10163-4708

If by hand delivery, or overnight courier:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

Proof(s) of claim may also be filed electronically at <https://restructuring.primeclerk.com/sears/EPOC-Index>, but may not be delivered by facsimile, telecopy, or electronic mail transmission.

**Do not file these instructions with your form**

**Exhibit C**

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Supplemental Counterparties Service List  
Served via first class mail

MMLID	NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	POSTAL CODE	COUNTRY
5791416	250OK INC.	PAUL FEARNOW	9247 North Meridian St.	Ste. #301	Indianapolis	IN	46260	
5791473	ADIRONDACK EQUIPMENT REPAIR	PO Box 4753			Utica	NY	13504	
4878281	CASSADY & CASSADY INC	LARRY W CASSADY	2720A N MAIN ST		ALTUS	OK	73521	
5790234	DYNAMEX, INC.	DYNAMEX OPERATIONS, LLC	155 E. Albertoni St.		Carson	CA	90746-1405	
5792355	GROUPBY USA INC.	ROLAND GOSSAGE, CEO	2 BERKELEY ST.	SUITE 210	TORONTO	ON	M5A 4J5	CANADA
5790715	NORCELL	ATTN: VP OPS	2 CORPORATE DRIVE		SHELTON	CT	06484	
5790826	RED RIDERS LLC	465 SPRING ST.	STE. B		WINDSOR LOCKS	CT	06096	

**Exhibit D**

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Supplemental Contract Counterparties Service List

Served via first class mail

MMLID	NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	POSTAL CODE	COUNTRY
5794811	BIG AL'S AUTO & SMALL ENGINE REPAIR	164 Orchard Dr.			Timeberville	VA	22853	
5790214	DIY HARDWARE AND RENTALS	1251 B FRUITRIDGE AVE			TERRE HANTE	IN	47804	
5790234	DYNAMEX, INC.	DYNAMEX OPERATIONS, LLC	155 E. Albertoni St.		Carson	CA	90746-1405	
5792355	GROUPBY USA INC.	ROLAND GOSSAGE, CEO	2 BERKELEY ST.	SUITE 210	TORONTO	ON	M5A 4J5	CANADA
5792493	IRVIN PUBLIC RELATIONS	SARAH IRVIN CLARK	61 Jefferson Ave		COLUMBUS	OH	43215	
4868363	MOORSET ENTERPRISES LLC	1500 EAST COURT STREET #720			SEGUIN	TX	78155	

**Exhibit E**

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Supplemental Contract Service List

Served via first class mail

MMLID	NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	POSTAL CODE	COUNTRY
5789091	Beijing Industrial Development Co., Ltd.	Rm 3612, West Tower, Shun Tak Ctr	200 Connaught Road Central		Sheung Wan			Hong Kong
5789449	FIRST DATA CORPORATION	ATTN : PRESIDENT	5565 GLENRIDGE NE	SUITE 2000	ATLANTA	GA	30342	
5789452	FLI CHARGE INC	CLIFF WEINSTEIN	450 LEXINGTON AVE	4TH FLOOR	NEW YORK	NY	10017	

**Exhibit F**

## Exhibit F

## Supplemental Agreements Service List

Served via first class mail

MMLID	Name	Address1	Address2	Address3	City	State	Postal Code
5792115	E O F ENTERPRISES INC	2550 College Dr.			Osceola	IA	50213
4876104	FRANKS MOWER REPAIR	FRANK G FOX	8717 Woodman Ave.	Ste. D	Arleta	CA	91331
5792423	HOMESTEAD ACRES SAW & MOWER	PO BOX 493			SCIO	OR	97374-0493
5793012	OLIVER SMALL ENGINE SERVICE & STORAGE LLC	W7705 Meadow Way			HOLMEN	WI	54636

**Exhibit G**

## Exhibit G

Assumption Parties Service List

Served via first class mail

MMLID	Name	Address1	Address2	City	State	Postal Code
4886730	ECB HOLDINGS LLC	SEARS GARAGE SOLUTIONS	5724 SW 76 Terrace	Miami	FL	33143
5804483	EXPRESS CARPET & UPHOLSTERY CLEANING	ATTN: ROBERT VIGLIAROLO	2812 Charles St.	Saint Joseph	MO	64501
5804573	SERVICESTAR CLEANING CORP.	ATTN: ROBERT VIGLIAROLO & MARK FORCA	13052 US HWY 11	Springville	FL	32257

**Exhibit H**

Exhibit H

Additional Contract Parties Service List

Served via first class mail

MMLID	Name	Address1	City	State	Postal Code
5791431	700 BUILDERS LLC	2091 S Galapago St	Denver	CO	80223
5799614	ValueLink LLC	12500 Belford Ave.	Englewood	CO	80112

**Exhibit I**

## Exhibit I

Assignment Parties Service List

Served via first class mail

MMLID	Name	Address1	Address2	City	State	Postal Code	Redact
5611180	EZ FLO INTERNATIONAL INC	2750 EAST MISSION BLVD		ONTARIO	CA	91761	FALSE
5796017	Flexe, Inc.	83 S King St.		Seattle	WA	98104	FALSE
4868888	MONGODB INC	1633 Broadway	Ste. #38	New York	NY	10019	FALSE
5793034	OSWALD CO INC	725 Whittier St.		Bronx	NY	10474	FALSE

**Exhibit J**

## Exhibit J

Rejection Contract Service List

Served via first class mail

MMLID	Name	Address1	Address2	Address3	City	State	Postal Code
5790116	COMMAND LINE SYSTEMS LLC	MARIA ALLEN, CEO	10315 Metropolitan Dr.	Ste. #F	Austin	TX	78758
5788936	PROFESSIONAL SYSTEMS LLC/KIMCO SERVICES	C/O Kimco Services	3445 Peachtree Rd. NE	Ste. #1275	Atlanta	GA	30326

**Exhibit K**

## Exhibit K

Rejection Service List  
Served via first class mail

MMLID	Name	Address1	Address2	City	State	Postal Code
5795376	Continental Maintenance, Inc.	14625 CARMENITA RD	STE 222	NORWALK	CA	90650
5792962	NEW YORK STATE DIVISION OF CRIMINAL JUSTICE SERVICES	Alfred E. Smith State Office Building	80 South Swan St.	Albany	NY	12210
5798128	Permission Data, LLC	12 E 49TH ST		NEW YORK	NY	10017

**Exhibit L**

## Exhibit L

Executory Contracts Service List

Served via first class mail

MMLID	Name	Address1	Address2	City	State	Postal Code
5793480	STITCHERADS	CONOR RYAN	210 BARTON SPRINGS RD SUITE 100	AUSTIN	TX	78704
4893203	Personal Energy Finance, Inc.	16409 W Bernardo Dr.		San Diego	CA	92127

**Exhibit M**

**Exhibit M**

Additional Executory Contracts Service List

Served via first class mail

City	State	Postal Code
Ventura	CA	96003
SHORT HILLS	NJ	07078
NEW YORK	NY	10036

**Exhibit N**

## Exhibit N

Withdrawal Notice Party Service List

Served via first class mail

MMLID	Name	Address1	Address2	City	State	Postal Code
5790340	GN HELLO DIRECT, INC	Attn: LEGAL DEPT	400 Imperial Boulevard	Cape Canaveral	FL	32920
4877093	IWC INC	INNOVATIVE WEB CREATIONS INC	500 N CENTRAL EXPY STE 105	PLANO	TX	75074

**Exhibit O**

## Exhibit O

Lease Assumption Service List

Served via first class mail

MMLID	Name	Address1	Address2	Address3	City	State	Postal Code	Country
5794022	Elevate Hong Kong Holdings Limited	20/F Leighton Centre	77 Leighton Road	Causeway Bay	Hong Kong			China
4874995	LEVEL 3 COMMUNICATIONS LLC	100 CenturyLink Dr.			Monroe	LA	71203	
5792754	MANAGEMENT SUPPORT	ED FRANKEZ	1800 E. DEERE AVE		SANTA ANA	CA	92705	
5799293	THE ALLEGRO AT PARKLAND	7207 State Road 7			Parkland	FL	33073	

**Exhibit P**

## Exhibit P

Supplemental Seventh Omnibus Service List

Served via first class mail

MMLID	NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE
4134896	QFS Quality for Sale	Address on file				
4143761	Xiamen Luxinjia Imp & Exp Co Ltd	Mayxin Footwear Inc.	24412 S. Main Street, Suite #103	Carson	CA	90745

**Exhibit Q**

## Exhibit Q

Supplemental Eighth Omnibus Service List

Served via first class mail

MMLID	NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE	COUNTRY
4131718	Morejon Jr, Alberto	Address on file			Piedmont	OK	73078	
4128756	Shanghai Neoent Industrial Co.,Ltd	BLDG. 1, NO.340	GUANGMING VILLAGE	NANQIAO TOWN, FENGXIAN DISTRICT	SHANGHAI		201406	CHINA
4143634	XIAMEN LUXINJIA IMP & EXP CO LTD	Mayxin Footwear Inc.	24412 S. Main Street, Suite #103		Carson	CA	90745	